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[Proposed] Special Litigation Counsel to
Kavita Gupta, Chapter 11 Trustee

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEVADA**

In re:

DESERT OASIS APARTMENTS, LLC,

Debtor.

Case No.: bk-s-18-12456-gs

Chapter 11

Hearing Date: December 10, 2020

Hearing Time: 9:30 a.m.

**DECLARATION OF JOHN D. FIERO IN SUPPORT OF APPLICATION OF THE
CHAPTER 11 TRUSTEE FOR ORDER APPROVING EMPLOYMENT OF
PACHULSKI STANG ZIEHL & JONES LLP AS SPECIAL LITIGATION COUNSEL**

I, John D. Fiero, declare as follows:

1. I am a partner of Pachulski Stang Ziehl & Jones LLP (“**PSZJ**” or the “**Firm**”). I am an attorney-at-law, duly admitted and in good standing to practice in the State of California, as well as the United States District Court for the Northern District of California. I submit this Declaration in connection with the Application of Kavita Gupta, chapter 11 trustee (the “**Trustee**”)¹ of the

¹ Capitalized terms not defined herein have the meanings set forth in the accompanying Application.

Debtor, to retain PSZJ as special litigation counsel to the Trustee and to provide the disclosures required under the Bankruptcy Code.

2. The name, address and telephone number of PSZJ is:

Pachulski Stang Ziehl & Jones LLP
150 California Street, 15th Floor
San Francisco, California 94111
Telephone: (415) 263-7000
Facsimile: (415) 263-7010

3. Except as otherwise stated, all facts contained within this Declaration are based upon personal knowledge (my own or that gathered from others that work under my supervision), and my review of relevant documents. If called upon to testify, I would testify to the facts set forth in this Declaration.

4. PSZJ is experienced in the areas of chapter 11 insolvency and business reorganizations as well as chapter 7 bankruptcy cases. PSZJ has served as counsel to debtors, creditors, and trustees in numerous chapter 11 cases. In particular, PSZJ's depth of experience in representing chapter 11 trustees makes it highly qualified to represent the Trustee as special litigation counsel.

5. The Trustee desires to retain PSZJ at the expense of the estate, to undertake such tasks as required by the Trustee, including but not limited to the following:

(a) Investigating and advising the Trustee concerning the legal and factual issues raised by the Claim filed by Desert Land in the amount of "at least \$78,000,000" on the alleged ground that the Debtor and Desert Land should be substantively consolidated and/or that the Debtor is an alter ego of Desert Land;

(b) Advising the Trustee concerning the rights and remedies of the estate in regard to the Claim, an objection to the Claim, and any related litigation;

(c) Representing the Trustee in connection with an objection to the Claim and any related litigation to the extent the Trustee deems appropriate, including potential causes of action against Desert Land and related parties;

1 (d) Conducting examinations of witnesses, claimants, or adverse parties and preparing
2 and assisting in the preparation of motions, applications, answers, orders, memoranda, reports and
3 accounts;

4 (e) Advising the Trustee concerning the requirements of the Bankruptcy Code, the
5 Bankruptcy Rules, the Local Rules and the requirements of the United States Trustee relating to the
6 administration of the estate; and

7 (f) Rendering such other advice and services as the Trustee may require in connection
8 with this case or the Claim.

9 6. Subject to the applicable provisions of the Bankruptcy Code, the Trustee proposes to
10 pay PSZJ a reduced hourly rate based on the lower of (a) the attorneys' actual hourly rates for the
11 case, or (b) \$800 per hour for all attorney timekeepers. PSZJ has also agreed not to increase its
12 attorneys' hourly rates for the duration of its representation. My hourly rate is \$950 per hour; Gail
13 Greenwood's hourly rate is \$825 per hour. The standard rates of other PSZJ attorneys who may
14 assist with the litigation range between \$650 and \$995 per hour. The standard rate of PSZJ
15 paralegals who may assist with the litigation is \$425 per hour.

16 7. The Firm will exercise continuous billing judgment throughout the engagement and
17 will staff the case among other attorneys at the Firm in the most cost-efficient manner possible.
18 PSZJ has not received or requested a retainer in the case.

19 8. PSZJ categorizes its billing into subject matter categories in compliance with
20 applicable guidelines.

21 9. PSZJ has made the following investigation of potential adverse interests prior to
22 submitting this declaration. PSZJ has undertaken a full and thorough review of its computer
23 database which contains the names of clients and other parties interested in particular matters. PSZJ
24 requires all of its professionals, before accepting the representation of a new client, or the
25 representation of an existing client in a new matter, to perform a conflicts check through PSZJ's
26 database and to enter into that database conflict information regarding new clients or new matters.
27 Thus, a review of said computerized database should reveal any and all actual or potential conflicts
28 of interest with respect to any given representation.

1 10. PSZJ has run the following parties through its conflicts database: (a) the Debtor,
2 Desert Oasis Apartments, LLC; (b) the Trustee; (c) Desert Land, (d) Desert Investments, (e) Jeffrey
3 Golden, and (f) SkyVue.

4 11. Based on the foregoing conflicts search and to the best of my knowledge, PSZJ does
5 not have any connections with the Debtor, related debtor entities, the Debtor's creditors, the United
6 States Trustee, or anyone employed by the Office of the United States Trustee. Between
7 approximately July 2017 and June 2018, PSZJ represented the Trustee in her capacity as chapter 11/
8 chapter 7 trustee of Horisons Unlimited, a healthcare organization based in Merced, CA (USBC ED
9 Cal., case no. 17-bk-11824). The case was converted to chapter 7 at the request of the Trustee and
10 with the consent of the debtor. PSZJ assisted the Trustee's investigation of the debtor's assets and
11 the sustainability of its operations. However, all involvement of PSZJ was concluded by June 2018.

12 12. Insofar as I have been able to ascertain and based on the investigation and disclosure
13 described above, PSZJ has no connection with the Debtor, its creditors, any other party in interest
14 herein, its respective attorneys or professionals, the United States Trustee or any person employed in
15 the Office of the United States Trustee. PSZJ does not represent any entity having an adverse
16 interest to the estate.

17 13. PSZJ understands that its compensation in the case is subject to the applicable
18 provisions of the Bankruptcy Code.

19 14. There are no sharing arrangements between PSZJ and any other entity for fees paid or
20 to be paid in connection with any related cases, except as among partners, of counsel and associates
21 of PSZJ.

22 15. PSZJ is not a creditor or insider of the Debtor.

23 16. PSZJ has no connections to any insider of the Debtor.

24 17. Neither PSZJ, nor any associate, of counsel or partner of PSZJ is or was, within two
25 (2) years before the date of the filing of the petition, a director, officer, or employee of the Debtor.

26 18. Neither PSZJ, nor any associate, of counsel or partner of PSZJ has an interest
27 materially adverse to the interest of the Debtor's estate or of any class of creditors, by reason of any
28 direct or indirect relationship to, connection with, or interest in, the Debtor, or for any other reason.

1 19. Neither PSZJ, nor any of its partners, of counsel or associates represent any interest
2 adverse to that of the Debtor or its creditors in the matters on which my firm is to be retained.

3 20. PSZJ does not employ any person who is related to a judge of this Court or to an
4 employee of the Office of the United States Trustee. Each attorney at PSZJ is familiar with the
5 Bankruptcy Code, Bankruptcy Rules, and applicable guidelines, and will comply with them.

6 21. Accordingly, PSZJ is qualified to represent the Trustee.

7 To the best of my knowledge, after conducting or supervising the investigation described
8 above, I declare under penalty of perjury that the foregoing is true and correct.

9 Executed this 27th day of October 2020, at San Francisco, California.

10 /s/ John D. Fiero

11 John D. Fiero